

Hearing Date: March 18, 2010 at 10 a.m.
Objection Deadline: March 11, 2010 at 4 p.m.
(extended by agreement to March 15, 2010 at 5 p.m.)

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UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
DPH HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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RESPONSE OF INTERNATIONAL UNION, UAW TO REORGANIZED
DEBTORS' FORTY-FOURTH OMNIBUS CLAIMS OBJECTION

International Union, United Automobile, Aerospace & Agricultural Implement
 Workers of America ("UAW") submits this response with respect to the Reorganized Debtors'
 Forty-Fourth Omnibus Claims Objection [Docket No. 19395] and states as follows:

1. UAW is the exclusive collective bargaining representative of certain
 former hourly production and maintenance employees and certain salaried employees, of Delphi
 Corporation ("Delphi"), now known as DPH Holdings Corporation, Inc. UAW is also the
 authorized representative of certain Delphi retirees, survivors and their eligible dependents.
 UAW, Delphi and General Motors Corp. are parties to the June 22, 2007 UAW-Delphi-GM

Memorandum of Understanding (the “MOU”), which was approved by the Court on July 17, 2007 [Docket No. 8693] (the “Approval Order”).¹

2. In the MOU, as reflected in the Approval Order, among other things, UAW received an allowed general unsecured claim (the “MOU Claim”) in the aggregate amount of \$140 million. Under the MOU, the amount of this claim is subject to further adjustment.

3. In the Forty-Fourth Omnibus Claims Objection, Debtors seek to expunge claim numbers 13270, 13838, 13880 and 5268 filed by the UAW (and/or its affiliated local unions) during the course of the bankruptcy case and prior to the effective date of the MOU. Debtors recite that the claims are deemed withdrawn pursuant to the terms of the MOU and the Approval Order. Debtors further state that they have created a new claim (number 16644) to reflect the allowed claim under the MOU and the Approval Order, which claim will be the surviving claim. Forty-Fourth Omnibus Claims Objection at 17, note 10.

4. As noted, the amount of the MOU Claim is subject to adjustment. UAW and the Debtors are in discussions to determine the final amount. Upon the conclusion of its review with the Debtors, UAW’s expectation is that the surviving claim created by the Debtors will be conformed to reflect the adjusted amount and any additional particulars concerning distribution. Once the surviving claim is finalized, UAW concurs that claims 13270, 13838, 13880 and 5268 shall be deemed withdrawn.

¹ Upon the July 10, 2009 closing of the section 363 transaction approved in the *General Motors Corp.* case, “New” General Motors, now known as General Motors Company (“GM”), is party to the MOU.

CONCLUSION

For the foregoing reasons, UAW respectfully requests this the Debtors' Forty-Fourth Claims Objection be adjourned as to the UAW's claim pending the conclusions of the review by UAW and the Debtors concerning the MOU Claim.

Dated: March 15, 2010
New York, NY

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